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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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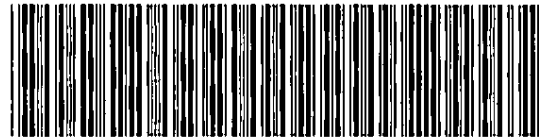
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JAN 04 2019

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Metropolitan Ministries of Central Florida Inc.

DOCUMENT NUMBER: N07000001188

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Douglas Alexander Sr.

(Name of Contact Person)

The New Church Without Walls International, Inc.

(Firm/ Company)

P.O. Box 367

(Address)

Hernando, FL 34441

(City/ State and Zip Code)

theneucwow@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Douglas Alexander Sr.

(Name of Contact Person)

at (352) 344-2425

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECEIVED

2019 JAN -2 PM 1:39

SECRETARY OF
TALLAHASSEE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2018

DOUGLAS ALEXANDER, SR.
THE NEW CHURCH WITHOUT WALLS
P.O. BOX 367
HERNADO, FL 34441

SUBJECT: METROPOLITAN MINISTRIES OF CENTRAL FLORIDA INC.
Ref. Number: N07000001188

We have received your document for METROPOLITAN MINISTRIES OF CENTRAL FLORIDA INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

You cannot attach articles of incorporation to a document as we already have them on file. Therefore, if you wish to include the changes to the amendment they must be entitled attachment to the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 718A00026056

**COPIES RETURNED
NOT FILED IN THIS OFFICE**

CORPORATE RESOLUTION

Certification to By-Laws and Resolutions of Board

NAME OF CORPORATION: METROPOLITAN MINISTRIES OF CENTRAL FLORIDA INC.
LOCATED AT: 300 S. Kensington Avenue
Lecanto, FL 34461

INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA

I, TIARRA ALEXANDER, the Secretary of METROPOLITAN MINISTRIES OF CENTRAL FLORIDA INC., the corporation described below as "this corporation," hereby certify that below is a true copy of resolutions, adopted by the Board of Directors, Trustees, of this corporation, at a meeting duly called and held, a quorum being present on November 15, 2018, and such resolutions are now in full force and effect:

RESOLVED that BRANNEN BANK, Inverness Branch is hereby designated a depository of this corporation and the Secretary of this corporation is hereby directed to certify to said depository (1) a copy of the By-Laws of this corporation, or all such parts thereof as relate to its deposit or collection accounts, the duties of the officers, the endorsement of notes, drafts, checks, etc., deposited therewith or drawn against the same, the borrowing of money by the corporation, by whom the By-Laws may be altered or amended and to further certify that such By-Laws are now in full force and effect, and (2) a statement naming the officers of the corporation authorized to endorse or sign notes, drafts, checks, etc., with specimens of their respective signatures for use by said depository for purposes of comparison; and such signatures for use by said depository for purposes of comparison; and such signatures for use by said depository for purposes of comparison until revocation in writing be filed with said bank; and FURTHER RESOLVED that all drafts, checks, etc., drawn against such account shall be signed by the following:

Shall bear two (2) signatures:

TERESA ALEXANDER or DOUGLAS ALEXANDER, SR. or CARMEN VELEZ or TIARRA ALEXANDER or BRANDON HEARD, authorized officers of the corporation, with the addition of Trustees: JOAN JOHNSON, LYNDY SIMMONS and SANDREW WRIGHT SR.

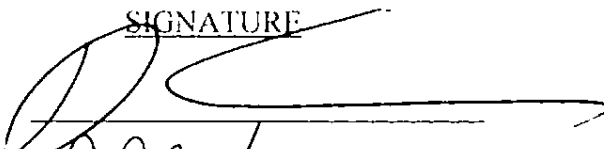
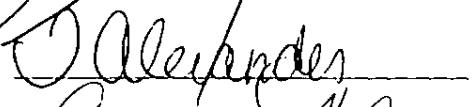
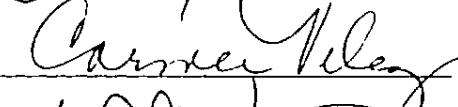


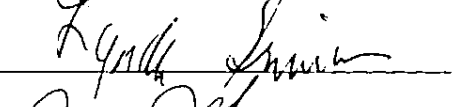

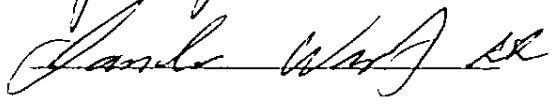
All notes of the corporation shall be signed by the following, and the following are authorized to make loans from the bank from time to time for credit to the account of this corporation, and to hypothecate and transfer to the bank such collateral securities and other property of any character of this corporation as may be required to secure any indebtedness to the bank; to waive demand, protest or dishonor of any check, note, bill, draft or other instrument made, drawn or endorsed by this corporation.

Shall bear two (2) signatures:


TERESA ALEXANDER, DOUGLAS ALEXANDER, SR., CARMEN VELEZ, TIARRA ALEXANDER, or BRANDON HEARD, authorized officers of the corporation, with the addition of Trustees: JOAN JOHNSON, LYNDY SIMMONS and SANDREW WRIGHT SR.

Any officer mentioned above is authorized to endorse all notes, checks or drafts payable to the corporation and deposited to the credit of such account, or such endorsement may be made by rubber

np or facsimile signature. The bank is hereby authorized to honor, receive, certify or pay all truments signed in accordance with the foregoing resolution even though drawn or endorsed to the ler of any officer signing the same, payable to cash or bearer or in payment of the individual obligation such officer, or for deposit to his personal account and said bank shall not be required or be under any ligation to inquire as to the circumstances of the issuance or use of any instrument signed in accordance ith the foregoing resolution or the application or disposition of such instrument or the proceeds thereof. ad to execute individual trust receipts on the said bank's form, binding upon this corporation, and FURTHER CERTIFY that the following persons or officers of this corporation in the capacities set pposite their respective name and that the signatures set opposite such names are their signatures.

<u>NAME</u>	<u>OFFICER</u>	<u>SIGNATURE</u>
DOUGLAS ALEXANDER SR.	PRESIDENT	
TERESA ALEXANDER	VICE PRESIDENT (RA)	
CARMEN VELEZ	TREASURER	
TIARRA ALEXANDER	SECRETARY	
BRANDON HEARD	TRUSTEE	
LYNDA SIMMONS	TRUSTEE	
JOAN JOHNSON	TRUSTEE	
SANDREW WRIGHT SR.	TRUSTEE	

IN WITNESS WHEREOF, I have hereunto subscribed my signature to this certificate and affixed the seal of this corporation, this the 10th day of December, 2018.


 TIARRA ALEXANDER
 SECRETARY

**WAIVER OF NOTICE OF INCORPORATORS'
MEETING FOR ELECTION OF INITIAL DIRECTORS**

Metropolitan Ministries of Central Florida Inc.

We do hereby constitute the incorporators of the above named non-profit corporation and do hereby waive notice of the incorporators' meeting for the election of the initial directors of the above named non-profit corporation.

Furthermore, we hereby agree that said meeting shall be held at

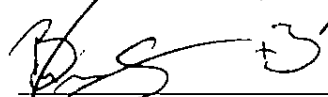
300 S. Kensington Avenue, Lecanto, Florida 34461

On December 13, 2018 at 10:00 o'clock a.m.

We do hereby affix our names to show our waiver of notice of said meeting.


TERESA ALEXANDER, RA


CARMEN VELEZ, TR

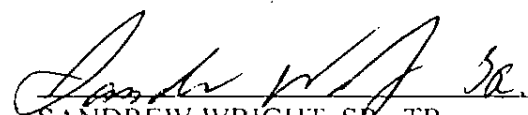

BRANDON HEARD, TR


LYNDA SIMMONS, TR


DOUGLAS ALEXANDER SR., P


TIARRA ALEXANDER, S


JOAN JOHNSON, TR


SANDREW WRIGHT, SR., TR

DATED: 12/10/2018

**WAIVER OF NOTICE
OF ORGANIZATIONAL MEETING OF DIRECTORS**

Metropolitan Ministries of Central Florida Inc.

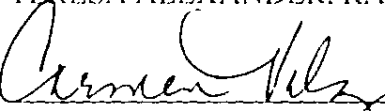
We do hereby constitute the incorporators of the above named non-profit corporation and do hereby waive notice of the organization meeting of directors of the above named non-profit corporation.

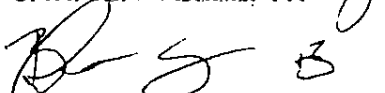
Furthermore, we hereby agree that said meeting shall be held at 300 S. Kensington Avenue, Lecanto, Florida 34461.

On December 13, 2018 at 3:00 o'clock PM.

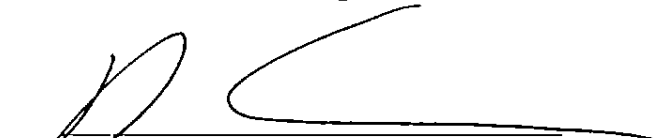
We do hereby affix our names to show our waiver of notice of said meeting.

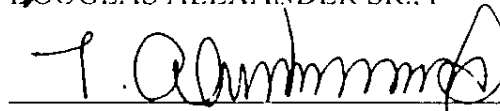

TERESA ALEXANDER, RA

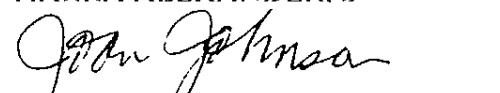

CARMEN VELEZ, TR


BRANDON HEARD, TR


LYNDA SIMMONS, TR


DOUGLAS ALEXANDER SR., P


TIARRA ALEXANDER, S


JOAN JOHNSON, TR


SANDREW WRIGHT, SR., TR

DATED: 12/10/2018

Articles of Amendment
to
Articles of Incorporation

Metropolitan Ministries of Central Florida Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N07000001188

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

N/A

Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>X</u> Change ____ Add ____ Remove	<u>S</u>	<u>Tiarra Alexander</u>	<u>P.O. Box 367</u> <u>Hernando, FL 34441</u>
2) ____ Change ____ Add ____ Remove	_____	_____	_____
3) ____ Change ____ Add ____ Remove	_____	_____	_____
4) ____ Change ____ Add ____ Remove	_____	_____	_____
5) ____ Change ____ Add ____ Remove	_____	_____	_____
6) ____ Change ____ Add ____ Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached amended articles.

**AMENDED ARTICLES OF INCORPORATION
OF
METROPOLITAN MINISTRIES OF CENTRAL FLORIDA INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and amenities of a corporation not for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be **METROPOLITAN MINISTRIES OF CENTRAL FLORIDA INC.** with its principal place of business at 300 S. Kensington Avenue, Lecanto, FL 34461 and its mailing address being P.O. Box 367, Hernando, FL 34441-0367.

ARTICLE II

GENERAL NATURE OF BUSINESS

This non-profit corporation is organized and operated exclusively for the purpose of a service ministry to homeless and needy veterans and other citizens within the meaning of Section 501(c)3 of the Internal Revenue Code, as amended, of the United States of America.

In furtherance of its non-profit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from engaging in any activity which is not allowed pursuant to Section 501(c)3 of the Internal Revenue Code, as amended, of the United States of America:

- A. To operate under the present name;
- B. To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;
- C. To adopt and use a corporate seal;
- D. To earnestly seek to enrich and improve the quality of life for the underprivileged and those needing the basic necessities to live comfortably. To that end it may associate and cooperate freely with other charitable organizations that could help and assist in the improvement of such lives; as a free and independent ministry in accord with its own conscience and the wisdom of God, as the corporation perceives it to be, but in every case and in every act and in pursuance of

or adoption of any policy or method or in practice or association does and shall do so as a free ministry, always retaining its sovereignty and independence, and in no case whatsoever as an act of subjection nor precedent or amenability nor as an active or passive or implied affiliation nor in any way as relinquishing its perpetual legal independence;

- E. To take, purchase or otherwise acquire; to own, hold, occupy, use and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;
- F. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrant, and other negotiable or transferable interests;
- G. To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated;
- H. To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.
- I. By its Board of Trustees (Directors) to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;
- J. To adopt Bylaws regulating and providing for:
 - 1. An organization that provides food, shelter and support services with a holistic approach to homeless and needy people, including but not limited to veterans, persons with disabilities, single parent households and seniors.

- K. To adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes;
- L. To use any and all media, including but not limited to print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;
- M. To do any lawful act or activity for which non-profit corporations may be organized under the laws of this state and within the meaning of Section 501(c)3 of the Internal Revenue Code, as amended, of the United States of America;
- N. To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a non-profit organization as set forth in Section 501(c)3 of the Internal Revenue Code, as amended, of the United States of America;
- O. The several clauses contained in this Article II shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation SHALL NOT engage in any political activity proscribed by Section 401(c)3 of the Internal Revenue Code, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

ARTICLE III

MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated as provided for in the corporation's Bylaws.

ARTICLE IV

GOVERNING BOARD

To assure the corporation of its sovereignty and independence and to perpetually protect the ministry, all authority relative to the corporation shall be exercised in accordance with the pattern set forth for ministering to the homeless and needy. The board of Trustees (Directors) shall conduct all the business of the corporation (Ministry) and shall be the only voting members of the corporation (Ministry). The

number of Trustees (Directors) and their qualifications shall be established in the Bylaws of this corporation.

ARTICLE V

NON-PROFIT STATUS

This non-profit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI

TRUSTEE AND MEMBER'S NON-LIABILITY

The private property of the trustees and members shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the trustees or members of the corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

ARTICLE VII

GENERAL PROVISIONS

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE II hereof;
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose so far to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

AMENDMENT OF ARTICLES

These articles or any provisions herein may be amended, altered, changed or repealed at any regular meeting of the Board of Trustees (Directors), or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

ARTICLE IX

EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 300 S. Kensington Avenue, Lecanto, FL 34461, and the registered agent shall be TERESA ALEXANDER.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND TRUSTEES (DIRECTORS)

All Officers and Trustees (Directors) shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all Officers and Trustees (Directors) for

any liability asserted against or incurred by them in their capacity as Officers and Trustees (Directors), or arising out of their status of such.

ARTICLE XII

BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Trustees (Directors) and may be altered, amended or rescinded in the manner provided for in the Bylaws.

ARTICLE XIII

SUBSCRIBERS

The name and the street addresses of the Subscribers to these Articles of Incorporation are as follows:

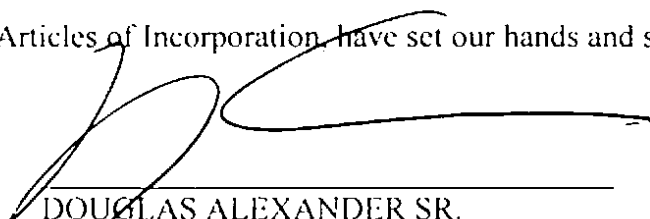
<u>NAME</u>	<u>ADDRESS</u>
TERESA ALEXANDER	P.O. Box 367, Hernando, Florida 34441
DOUGLAS ALEXANDER SR.	P.O. Box 367, Hernando, Florida 34441
CARMEN VELEZ	P.O. Box 367, Hernando, Florida 34441
TIARRA ALEXANDER	P.O. Box 367, Hernando, Florida 34441
BRANDON HEARD	P.O. Box 367, Hernando, Florida 34441


We, the undersigned subscribers to these Articles of Incorporation, have set our hands and seals this 10th day of December, 2018.


TERESA ALEXANDER
Incorporator


CARMEN VELEZ
Incorporator


BRANDON HEARD
Incorporator


DOUGLAS ALEXANDER SR.
Incorporator

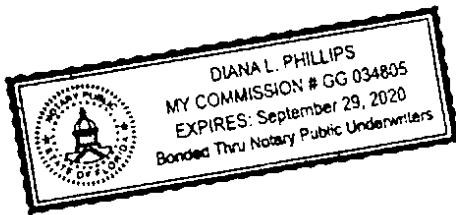

TIARRA ALEXANDEER
Incorporator

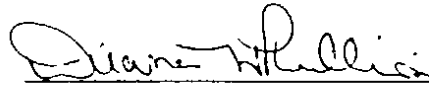
NOTARY ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF CITRUS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, TERESA ALEXANDER, DOUGLAS ALEXANDER SR., CARMEN VELEZ, TIARRA ALEXANDER and BRANDON HEARD, to me personally known to be the persons described in and who executed the foregoing instruments or who provided Florida Driver Lic. as identification and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal at Inverness, County of Citrus, and State of Florida, this
10th day of December, 2018.





NOTARY PUBLIC

State of Florida at Large

My Commission Expires:

Diana Leigh Phillips

APPOINTMENT OF REGISTERED AGENT AND ACCEPTANCE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: FIRST, that METROPOLITAN MINISTRIES OF CENTRAL FLORIDA INC., desiring to organize under the laws of the State of Florida, with the location of its principal place of business, as indicated in the Articles of Incorporation at 300 S. Kensington Avenue, Lecanto, Florida 34461, has named TERESA ALEXANDER of 452 W. Cobblestone Loop, Hernando, Florida 34442, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: 12/10/2018



TERESA ALEXANDER
Registered Agent

The date of each amendment(s) adoption: 6/19/18, if other than the date this document was signed.

Effective date if applicable: N/A
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

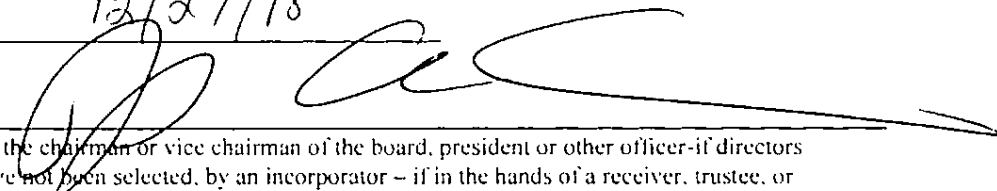
☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

12/27/18

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Douglas Alexander Sr.

(Typed or printed name of person signing)

President

(Title of person signing)